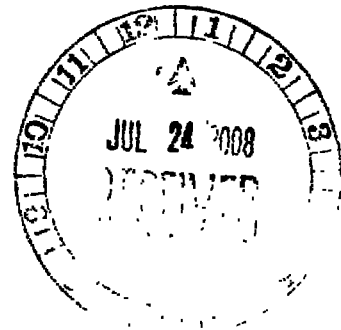


RECORDATION NO. 19436-B FILED

JUL 24 '08

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SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

July 22, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Termination of Lease and Termination of Security Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and three (3) copies of a Memorandum of Termination of Lease and Termination of Security Agreement dated July 22, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the

- 1) Memorandum of Lease and Assignment of Lease which were duly filed on May 25, 1995 at 9:05 A.M. with the former Interstate Commerce Commission under Recordation Number 19436 and 19436-A respectively and
- 2) Security Agreement also filed with the former Interstate Commerce Commission on May 25, 1995 at 9:05 A.M. under Recordation No. 19437.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Harris Bank Winnetka N.A.
520 Green Bay Road
Winnetka, IL 60093

The enclosed document is for forty nine (49) 70 ton, 50-foot, 6-inch XP cushioned Plate C boxcars, marked and numbered NOKL 16100 through 16149, inclusive, which have been terminated in all respects and are no longer covered under the Lease.


A short summary of the document to appear in the index follows:

Memorandum of Termination of Lease and Termination of Security Agreement

Also enclosed is a check in the amount of \$82.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return two (2) stamped originals of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,


Marcia Dunne
Sr. Rail Documentation Specialist
Enclosures

(C'N203)

JUL 24 '08

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**MEMORANDUM OF TERMINATION OF LEASE AND
TERMINATION OF SECURITY AGREEMENT**

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF TERMINATION OF LEASE AND TERMINATION OF SECURITY AGREEMENT (the "Memorandum") is made by First Union Rail Corporation, as successor in interest to Interail, Inc., the "Lessor", and HARRIS BANK WINNETKA, N.A., the "Secured Party", who both wish to show for the public record that the lease, assignment of lease, and the security agreement described below, which relate to the railcars described below, have terminated and are no longer in effect.

Description of Lease: Lease dated as of May 1, 1995, together with Riders 1, 2 and 3 thereto, between Interail, Inc., St. Charles, Illinois, and Canadian National Railway Company, Montreal, Canada, filed with the former Interstate Commerce Commission on May 25, 1995, at 9:05 a.m. under Recordation No. 19436.

Description of Assignment of Lease: Assignment of Lease dated May 25, 1995, by Interail, Inc. and Harris Bank Winnetka, N.A., filed with the former Interstate Commerce Commission on May 25, 1995, at 9:05 a.m., under Recordation No. 19436-A

Description of Security Agreement: Security Agreement dated May 25, 1995, by Interail, Inc. and Harris Bank Winnetka, N.A., filed with the former Interstate Commerce Commission on May 25, 1995, at 9:05 a.m., under Recordation No. 19437.

Description of Railcars: Forty-nine, 70-ton, 50-foot, 6-inch XP cushioned Plate C boxcars marked and numbered NOKL 16100 through 16149, inclusive.

The addresses of the involved parties are:

First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Harris Bank Winnetka N.A.
520 Green Bay Road
Winnetka, IL 60093

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed on July,
22, 2008.

LESSOR:

FIRST UNION RAIL CORPORATION
as successor in interest to Interail, Inc.

By: 

John V. Thomas
President

SECURED PARTY:

HARRIS BANK WINNETKA N.A.

By: Name: J. R. N. N. N.Title: E.V.P.